

6 November 2014

ASX Ltd  
20 Bridge Street  
Sydney  
NSW 2000

**Subscription for shares and options by Directors**

Attached for immediate release to the market are the following documents:

- Appendix 3Y – Change of Director's Interest Notice – John Martin
- Appendix 3Y – Change of Director's Interest Notice – Graham Vesey

The Chairman and CEO have taken up additional shares in the company, which were subscribed for in the \$3M private placement paying an aggregate of \$200,000 at \$0.26c per share, following shareholder approval at the Annual General Meeting held on 28 October 2014.

The company had raised \$3 million from the private placement, announced on 15 August 2015.

This should send a positive message to investors, as the company continues to progress its initiatives in the development and commercialisation of its regenerative medicine products.

Yours faithfully



John Martin  
Executive Chairman



# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                                    |
|------------------------------------|
| <b>Name of entity Regeneus Ltd</b> |
| <b>ABN 13 127 035 358</b>          |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |             |
|----------------------------|-------------|
| <b>Name of Director</b>    | John Martin |
| <b>Date of last notice</b> | n/a         |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                         |                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                      | Direct                                                                    |
| <b>Nature of indirect interest<br/>(Including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | n/a                                                                       |
| <b>Date of change</b>                                                                                                                                                   | 6 November 2014                                                           |
| <b>No. of securities held prior to change</b>                                                                                                                           | 6,689,292 Ordinary Shares; and<br>2,680,355 Options over ordinary shares. |
| <b>Class</b>                                                                                                                                                            | Ordinary Shares                                                           |
| <b>Number acquired</b>                                                                                                                                                  | 384,616 Ordinary Shares; and<br>128,205 Options over ordinary shares      |
| <b>Number disposed</b>                                                                                                                                                  | n/a                                                                       |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                                | Shares - \$100,000<br>Options - Nil                                       |
| <b>No. of securities held after change</b>                                                                                                                              | 7,073,908 Ordinary Shares; and<br>2,808,560 Options over ordinary shares  |

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

|                                                                                                                                                                                            |                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>Issue of securities under Private Placement</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                                             |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                                   | n/a |
| <b>Nature of interest</b>                                                                                                                                                                   | n/a |
| <b>Name of registered holder<br/>(if issued securities)</b>                                                                                                                                 | n/a |
| <b>Date of change</b>                                                                                                                                                                       | n/a |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | n/a |
| <b>Interest acquired</b>                                                                                                                                                                    | n/a |
| <b>Interest disposed</b>                                                                                                                                                                    | n/a |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | n/a |
| <b>Interest after change</b>                                                                                                                                                                | n/a |

**Part 3 – +Closed period**

|                                                                                                                                                    |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                               | n/a |

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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|---------------------------------------------------------------------------------|--|
| <b>If prior written clearance was provided, on what date was this provided?</b> |  |
|---------------------------------------------------------------------------------|--|

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+ See chapter 19 for defined terms.



# Appendix 3Y

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|------------------------------------|
| <b>Name of entity Regeneus Ltd</b> |
| <b>ABN 13 127 035 358</b>          |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |              |
|----------------------------|--------------|
| <b>Name of Director</b>    | Graham Vesey |
| <b>Date of last notice</b> | n/a          |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                      |                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                   | Direct                                                                     |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | n/a                                                                        |
| <b>Date of change</b>                                                                                                                                | 6 November 2014                                                            |
| <b>No. of securities held prior to change</b>                                                                                                        | 15,495,352 Ordinary Shares; and<br>2,142,855 Options over ordinary shares. |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                            |
| <b>Number acquired</b>                                                                                                                               | 384,616 Ordinary Shares; and<br>128,206 Options over ordinary shares       |
| <b>Number disposed</b>                                                                                                                               | n/a                                                                        |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                            | Shares - \$100,000<br>Options - Nil                                        |
| <b>No. of securities held after change</b>                                                                                                           | 15,879,968 Ordinary Shares; and<br>2,271,061 Options over ordinary shares  |

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|                                                                                                                                                                                            |                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>Issue of securities under Private Placement</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                                             |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                                   | n/a |
| <b>Nature of interest</b>                                                                                                                                                                   | n/a |
| <b>Name of registered holder<br/>(If issued securities)</b>                                                                                                                                 | n/a |
| <b>Date of change</b>                                                                                                                                                                       | n/a |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | n/a |
| <b>Interest acquired</b>                                                                                                                                                                    | n/a |
| <b>Interest disposed</b>                                                                                                                                                                    | n/a |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | n/a |
| <b>Interest after change</b>                                                                                                                                                                | n/a |

## Part 3 – +Closed period

|                                                                                                                                                    |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                               | n/a |

+ See chapter 19 for defined terms.



|                                                                                 |  |
|---------------------------------------------------------------------------------|--|
| <b>If prior written clearance was provided, on what date was this provided?</b> |  |
|---------------------------------------------------------------------------------|--|

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